

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

Delphi Corporation, et al.

Debtors.

)
) Chapter 11
)

) Case No. 05-44481
) Jointly Administered
)
)

**ORDER GRANTING EMERGENCY MOTION OF A-D
ACQUISITION HOLDINGS, LLC FOR (I) A CONTINUANCE AND
(II) AN ORDER VACATING THE ORDER TO SHOW CAUSE**

Upon the Emergency Motion of A-D Acquisition Holdings, LLC for (I) a Continuance and (II) an Order Vacating the Order to Show Cause (the “Motion”), dated March 6, 2008, for entry of an order continuing the hearing on the Expedited Motion Under 11 U.S.C. § 1142(b) and Fed. R. Bankr. P. 3020(d) for Implementation of Debtors’ Confirmed Plan of Reorganization (the “1142 Motion”) [Docket Entry No. 12978] of Delphi Corporation (“Delphi” and, together with its affiliated debtors and debtors-in-possession, the “Debtors”) and vacating the Court’s Order to Show Cause Why Debtors’ Expedited Motion Under 11 U.S.C. § 1142(b) and Fed. R. Bankr. P. 3020(d) for Implementation of Debtors’ Confirmed Plan of Reorganization Should Not Be Granted (the “Order to Show Cause”) [Docket Entry No. 12977]; and good cause having been shown, and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Order to Show Cause is vacated; and it is further

ORDERED that the hearing on the 1142 Motion originally scheduled to commence on March 7, 2008, at 10:00 a.m., is continued to March __, 2008, at __:0 __.m.; and it is further

ORDERED that responses or supplemental responses, if any, to the Motion shall be served upon (i) counsel for the official committee of unsecured creditors, Latham & Watkins

LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (ii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); (iii) counsel for A-D Acquisition Holdings, LLC, White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036-2787 (Att'n: Thomas E Lauria and J. Christopher Shore); (iv) counsel for Harbinger Del-Auto Investment Company, Ltd., Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022-3598, (Att'n: Benjamin Mintz and Lynn Toby Fisher); (v) counsel for Merrill Lynch, Pierce, Fenner & Smith Incorporated, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064 (Att'n: Andrew N. Rosenberg); (vi) counsel for UBS Securities LLC, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 (Att'n: Leslie N. Silverman); (vii) counsel for Pardus DPH Holding LLC, 590 Madison Avenue, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019-6099 (Att'n: Rachel C. Strickland and Morgan D. Elwyn); (viii) counsel for Goldman, Sachs & Co., Sullivan & Cromwell LLP, 125 Broad Street, New York 10004 (Att'n: Robert Reeder); (ix) counsel for General Motors Corporation, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Att'n: Jeffrey L. Tanenbaum and Michael P. Kessler); and (x) counsel for the agent under the post-petition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick), by electronic mail OR hand delivery; upon counsel to the Debtors Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz), by hand delivery AND electronic mail; and by hand delivery to the Office of the United States Trustee (Att'n Alicia M. Leonhard), with a hard copy

to Chambers so as to be RECEIVED no later than March __, 2008, at __:_0 p.m. (prevailing Eastern time).

Dated: New York, New York
March __, 2008

UNITED STATES BANKRUPTCY JUDGE